

Attachment A

February 18, 2005

Mr. Edward E. Whitacre, Jr.
Chairman and CEO
SBC Communications, Inc.
175 E. Houston
San Antonio, TX 78205-2233

Dear Mr. Whitacre:

As the Chairman and CEO of Vonage Holding's Corp ("Vonage"),¹ I write to enlist SBC Communications, Inc.'s ("SBC") assistance in fundamentally improving consumer access to enhanced emergency service capabilities ("E-911"). SBC's demonstrated commitment to safeguarding the public illustrates the concern we share in making E-911 functionality as widely available as possible. Currently, however, limitations within the emergency services network architecture make it impossible to pass a Voice over Internet Protocol ("VoIP") customer's emergency service call through SBC's selective routers to the appropriate Public Safety Answering Point ("PSAP"). These problems are not insurmountable. Secure, reliable technical solutions are readily available and can be rapidly installed as demonstrated by Vonage's fully deployed E-911 solution in Rhode Island. Accordingly, as the primary provider of E-911 access to PSAPs in thirteen states, I am personally requesting SBC's assistance in working with Vonage to establish capabilities that will make E-911 services available to all VoIP subscribers on a non-discriminatory basis.

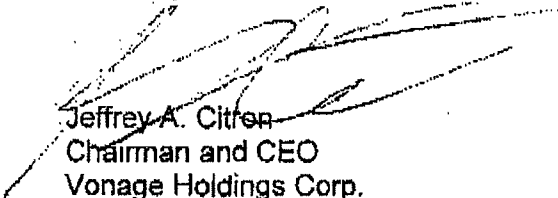
Vonage's recent experience in Rhode Island shows that the communications industry can work with state officials to protect the public. Our success in Rhode Island makes clear how quickly a VoIP E-911 solution can be deployed when parties work cooperatively and expeditiously toward this common goal. In Rhode Island, for example, Vonage is now able to directly deliver E-911 calls natively over the dedicated emergency communications network to the PSAP call-takers. All calls contain both the VoIP caller's location as well as their call back number. This process took only eight weeks to complete from start to finish. Vonage is particularly encouraged by its experience in Rhode Island and by the potential to rapidly improve upon the delivery of emergency services. Furthermore, a native IP emergency services network will provide even more data to first responders vastly improving the quality of emergency services communications in the United States. The Rhode Island example also underscores how innovation and cooperation can challenge traditional notions that direct regulation or federal oversight is otherwise necessary to achieve such ends.

¹ Vonage is the leading provider of voice over Internet protocol ("VoIP") services within the United States. With more than 400,000 users in North America, Vonage is committed to ensuring that all consumers obtain equivalent access to emergency service capabilities – irrespective of the communications technology they use.

While Vonage supports long term efforts to develop and deploy next generation IP enabled E-911 systems, it is critical to take the necessary steps and trial interim solutions now. Accordingly, by this letter, I ask for your cooperation in launching an effort to test and deploy a joint VoIP E-911 solution within the next 30 to 60 days.² We cannot resolve fundamental issues associated with providing a native E-911 service to VoIP users without your assistance. Toward that end, we ask that you provide us with the appropriate contacts so that we may jointly implement an E-911 solution for VoIP users as rapidly as possible.

I look forward to hearing from you and working together on this critical endeavor in the very near future.

Sincerely,



Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc:
Michael K. Powell, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Kevin J. Martin, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
The Honorable Hillary Rodham Clinton
The Honorable John Shimkus
The Honorable Anna Eshoo
The Honorable Conrad Burns
The Honorable Kay Bailey Hutchinson
The Honorable Barbara Boxer
The Honorable Peter G. Fitzgerald
The Honorable Joe Barton
The Honorable John D. Dingell

² Specifically, in order to provide an E-911 solution to VoIP customers, we will need access to E-911 elements that would allow our customers to call E-911 from nomadic devices. This would require tandem interconnection into the selective router and access to all the Automatic Location Information ("ALI") databases. Due to the portable nature of VoIP services, our E-911 technical solution leverages elements from both the wireline and wireless E-911 networks.



Christopher T. Rice
Executive Vice President
Network Planning and Eng.

SBC Services, Inc.
175 E. Houston
Room 1262
San Antonio, TX 78205

210.351.4400 Phone
210.351.3661 Fax

March 25, 2005

Mr. Jeffrey A. Citron
Chairman & CEO
Vonage Holdings Corp.
2147 Route 27
Edison, NJ 08817

Re: E-911 Emergency Services

Dear Mr. Citron,

This is in response to your letter received in Mr. Whitacre's office on February 28, 2005, regarding VoIP E-911 emergency service. SBC would welcome the opportunity to have its 911 experts meet with Vonage to explain SBC's current 911 offerings and to discuss with you our future plans in this area. SBC has been providing dependable, high-quality 911 capabilities for decades. SBC is fully committed to developing the means of providing these same capabilities over IP-enabled platforms, to ensure the safety and well being of its customers and the communities it serves.

We cannot agree, however, to participate in a separate, proprietary trial with Vonage, which is just one of many companies that provide, or will in the near future provide, voice over Internet protocol services. SBC, and other industry participants, have already expended considerable resources in attempting to develop an industry-wide solution in this area. SBC cannot agree to engage in numerous individual tests with each and every VoIP service provider. SBC does not believe that proprietary VoIP 911 trials will result in an optimal industry-wide solution. Indeed, Vonage, itself, has recognized the critical importance of "allow[ing] the VoIP industry the opportunity to develop industry standards to effectuate 911/E911 service" and has argued to the FCC that giving "the industry this time and flexibility will ensure that the system developed is the best one possible and most viable for long-term changes of the Nation's network infrastructure." Vonage Comments at 38, WC Docket No. 04-36 (FCC May, 28, 2004). SBC agrees with this view, and each company's pursuit of its own, proprietary solution is clearly not the way to develop the best system possible or the one most flexible to respond to long-term changes in the IP infrastructure.

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Moreover, proprietary trials are expensive, can be disruptive to operations, can be demanding on limited resources, and have the potential to interfere with the development of national standards. SBC is committed, instead, to finding a solution that will ensure that it can consistently and effectively accommodate VoIP technologies across its region by delivering accurate ANI and ALI information to the correct PSAP, regardless of which VoIP provider the customer uses.

As with most new technologies, finding solutions to conventional challenges using new technologies requires research, industry cooperation, and the development of comprehensive standards. In the particular case of VoIP, the solutions for providing reliable and cost-effective 911 services are not easy given the nature of IP technology. The unique features and capabilities that make VoIP a flexible and (perhaps of greatest significance) a portable service also make it hard to emulate traditional 911 service capabilities. Nonetheless, SBC is working diligently on its own, and with industry groups and other companies to develop 911 solutions and standards that will work effectively for all stakeholders.

For example, SBC is working collaboratively with Telcordia and other carriers to develop standard interfaces for IP-based voice providers to accurately deliver 911 calls to the appropriate PSAPs, regardless of the particular IP-based technology employed. Within the past few months, Telcordia has issued generic requirements for some of the major components of the "i2" architecture. Industry groups have the opportunity to comment on these specifications and on others that will follow.

In addition, SBC will continue to take an active role in the development and acceptance of industry interface standards. SBC is actively engaged with the Alliance for Telecommunication Solutions (ATIS), the Emergency Services Interconnection Forum (ESIF) and the National Number Emergency Association (NENA) to ensure the adoption of national standards. In fact, this week, NENA will be holding its 11th Annual Technical Development Conference in San Jose, California, and the future design of E-911 will be a main topic for discussion. SBC remains committed to the establishment and acceptance of national standards on 911 emergency services, and it will continue to participate in national trials that test the implementation of these national standards.

SBC welcomes Vonage's input into these industry-wide processes and encourages Vonage to join in these collaborative efforts rather than to focus on its own, proprietary solutions. SBC would be happy to help facilitate Vonage's joining these various activities and groups.

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In the meantime, SBC has a 911 solution available to VoIP providers today whose customers reside in a single registered location. SBC is also working on a product called Switched IP Service which makes 911 features available. We still have some work to do before the product is ready for deployment. If you wish to discuss these products, please contact us.

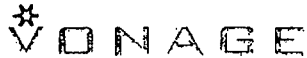
Once again, we would like to encourage Vonage to meet with us to discuss our current 911 offer and our plans for further development. SBC continues to believe that working towards an industry-wide solution would be the most productive use of our collective resources, and Vonage's active participation in these forums could prove extremely helpful.

Sincerely,



Christopher T. Rice
Executive Vice President
Network Planning & Engineering

cc: Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
The Honorable Hillary Rodham Clinton
The Honorable John Shimkus
The Honorable Anna Eshoo
The Honorable Conrad Burns
The Honorable Kay Bailey Hutchinson
The Honorable Barbara Boxer
The Honorable Peter G. Fitzgerald
The Honorable Joe Barton
The Honorable John D. Dingell



Jeffrey Green
Chief Executive Officer

March 28, 2005

Mr. Christopher T. Rice
Executive Vice President
Network Planning and Engineering
SBC Services, Inc.
175 E. Houston
San Antonio, TX 78205

Dear Mr. Rice:

Thank you for your response dated March 25, 2005, to my letter of February 28, 2005. I write to express my concern and disappointment at SBC's refusal to work directly with Vonage in deploying a joint 9-1-1 solution in the next 30 to 90 days.

Vonage is the largest provider of VoIP services in the United States. By rejecting Vonage's offer, SBC effectively chooses to deny an opportunity to immediately improve 9-1-1 capabilities to hundreds of thousands of customers in its service territory. While our companies may be competitors, the public welfare demands that we work cooperatively on matters of public safety. It is not enough for SBC to point to the efforts of industry bodies in an effort to absolve itself of the responsibility to deploy technology and solutions that are readily available today. As the gatekeeper of the emergency services network throughout SBC's service area, SBC holds a special obligation to embrace solutions that will protect the public safety. Therefore, Vonage renews its request to jointly test and deploy a VoIP 911 solution as soon as possible.

I appreciate that SBC is working with the industry and the relevant industry bodies to develop an E911 solution for Voice over Internet Protocol ("VoIP") services. Vonage has also been a part of these processes and supports the work under development. However, deploying a VoIP E911 solution as rapidly as possible is a public safety imperative that requires immediate attention.

As detailed in my letter of February 28, 2005, Vonage has demonstrated that a VoIP E911 solution can be implemented in a short period of time. Vonage and other parties have already deployed a VoIP E911 solution in Rhode Island. Rhode Island VoIP consumers are not placed outside of the emergency services network. To date, there have been no issues with the technology nor the solution deployed. We have also successfully tested a similar solution with great success in Qwest's King County territory. In your letter, you cite to Vonage comments filed in the *IP Enabled Services* proceeding concerning Vonage's support for the principle of allowing the VoIP industry to develop industry standards and to make the emergency services network the best one possible, industry cooperation between Vonage and SBC to get a solution up and running would be an important and significant step toward that end. Industry cooperation between two parties should not be mistaken for supporting inaction when there are viable solutions that are available today.



Mr. Christopher T. Rice
March 28, 2005
Page 2

We look forward to a timely response to our renewed request.

Sincerely,

Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc:
Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
The Honorable Hillary Rodham Clinton
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The Honorable John D. Dingell
The Honorable Ted Stevens
The Honorable Daniel K. Inouye
The Honorable Arlen Specter
The Honorable Patrick J. Leahy
The Honorable Mike DeWine
The Honorable Herb Kohl
The Honorable Charles W. Pickering, Jr.
The Honorable Fred Upton
The Honorable Edward J. Markey
The Honorable Cliff Stearns
The Honorable Jim Sensenbrenner, Jr.
The Honorable John Conyers, Jr.
The Honorable Mike Ferguson
The Honorable Frank R. Lautenberg
The Honorable Jon S. Corzine



Christopher T. Rice
Executive Vice President
Network Planning and Eng.

SBC Services, Inc.
175 E. Houston
Room 1262
San Antonio, TX 78205

210.351.4400 Phone
210.351.3661 Fax

April 1, 2005

Mr. Jeffrey A. Citron
Chairman & CEO
Vonage Holdings Corp.
2147 Route 27
Edison, NJ 08817

Re: E-911 Emergency Services

Dear Mr. Citron:

I received your March 28, 2005 response to my March 25, 2005 letter. As I stated in my prior letter, SBC continues to be interested in meeting with Vonage to discuss 911 solutions that are based on existing technology and systems. Nonetheless, while we disfavor proprietary, non-standard solutions, I believe it would be productive for our two companies to meet and discuss each company's proposed solution.

Your suggestion that SBC is in some way the "gatekeeper" of the emergency services network is inaccurate. SBC is in many instances merely the vendor of the emergency services network and databases. Use of the emergency services networks ultimately rests with the public safety officials for whom they were developed. It should go without saying that no solution can be implemented without the cooperation of those public safety organizations.

If you are interested in setting up a meeting along the lines proposed above, please contact my office.

Sincerely,

A handwritten signature in black ink, reading "Christopher T. Rice", written in a cursive style.

cc: Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
The Honorable Hillary Rodham Clinton
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Jeffrey Citron
Chief Executive Officer

April 14, 2005

Mr. Edward E. Whitacre, Jr.
Chairman and CEO
SBC Communications, Inc.
175 E. Houston
San Antonio, TX 78205

Dear Mr. Whitacre:

I write to again enlist your company's cooperation in providing Vonage and other VoIP providers with the ability to make enhanced 911 calling capabilities available to VoIP end-users. In particular, I wish to make you aware of our recent agreement with Qwest under which Vonage will lease trunks providing it a direct connection to the 911 selective routers operated by Qwest, and to ask you to provide us with similar connections. The proposed implementation with Qwest is I2 compliant – the proposed NENA standard for VoIP enhanced 911 call delivery. This enhanced 911 solution that we are implementing with Qwest is I2 compliant – the proposed NENA standard for E911. Qwest's recent announcement that it will lease 911 interconnection trunks to Vonage – even though Vonage is not a state-certificated telecommunications provider – demonstrates that there is no technical obstacle to implementing a better 911 solution for hundreds of thousands, if not millions, of VoIP users.

As you may know, Vonage provides its customers with emergency calling capabilities today, but not the same service that is available to the vast majority of POTS users and most mobile phone users. In order to provide a wider range of 911 capabilities, Vonage requires a direct connection with the selective router that distributes 911 calls to the appropriate public safety answering point. Vonage is capable of delivering the necessary ALI and ANI data required to route emergency calls.

Although all four RBOCs have stated that they are willing to "work with" VoIP providers to help develop VoIP 911 calling solutions, thus far only Qwest is beginning the ordering and provisioning process necessary to provide Vonage direct access to its 911 infrastructure. Let me emphasize that Qwest is providing Vonage with the *same* types of trunks and the *same* connections to the selective router that CLECs and wireless carriers already use. Vonage is not asking your company to provide us anything new, or anything different from what you already do in your networks. I also emphasize that Vonage will be paying Qwest for the use of its facilities.

I recognize that this is an interim solution and that there remains some continued regulatory uncertainty about certain aspects of VoIP services. Notwithstanding, VoIP is no longer a pie-in-the sky dream. Millions of American consumers use VoIP, and as business leaders we simply cannot wait for government regulators to resolve this issue for us – especially when lives are at stake. It should go without saying that improved 911 access is necessary to ensure the health and safety of all callers who require the ability to access emergency services, regardless of the technology that they use. Neither should you let the technical characteristics of VoIP 911 calling, and the evolution of such calls, preclude us from turning up a solution that works today for our customers. We cannot let the perfect be the enemy of the good.



Mr. Edward E. Whitacre, Jr.
April 14, 2005
Page 2

Please, therefore, consider this letter a formal request from Vonage Holdings Corp. to lease 911 interconnection trunks from your company's operating affiliates throughout the country and provide me with the name and telephone number of the person at your company with whom Vonage can place orders for 911 interconnection trunks.

Sincerely,



Jeffrey A. Citron

cc:
Chris Rice, EVP of Network Planning & Engineering, SBC
Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
The Honorable Hillary Rodham Clinton
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Christopher T. Rice
Executive Vice President
Network Planning and Eng.

SBC Services, Inc.
175 E. Houston
Room 1262
San Antonio, TX 78205

April 18, 2005

210.351.4400 Phone
210.351.3661 Fax

Mr. Jeffrey A. Citron
Chairman & CEO
Vonage Holdings Corp.
2147 Route 27
Edison, NJ 08817

Re: E-911 Emergency Services

Dear Mr. Citron:

Your letter dated April 14, 2005 was forwarded to me for response. Since my last letter to you, I have personally met twice with senior Vonage management knowledgeable about the 911 issues. The discussion included both connectivity to the selective routers and access to the 911 databases. I found these discussions to be very constructive. I believe these meetings were productive in helping Vonage understand the services that currently are available to meet Vonage's emergency service needs and to help SBC better understand the development efforts that Vonage is asking SBC to undertake.

For direct connection to the 102 selective routers in SBC's service area, SBC currently offers tariffed services, including the TIPToP service and the private switch 911 service. The TIPToP product enables the same types of trunks and the same connections to the selective routers that are available to CLECs today. Access to the 911 Databases is available to all TIPToP customers in an ancillary services agreement, which terms are substantially the same as offered to CLECs. Since Vonage has expressed concern the TIPToP tariff provides more functionality than Vonage requires, we have offered to negotiate commercial agreements for direct connection to the selective routers and the 911 database comparable to that which is provided to CLECs.

As a result of our discussions, SBC has agreed to do a technical, economic and regulatory assessment of additional options. In your letter, you suggest that Vonage is not asking SBC to provide anything new. However, from our discussions, it is apparent that while the requested functionality has some similarities to what is available to wireless carriers, it is not the same. SBC intends to assess your request expeditiously.

To assist SBC in evaluating your request, we have asked your team to provide details of the functionalities that Vonage requires that are not available from the CLECs with which Vonage currently does business. Since SBC offers all the

necessary 911 functionalities to CLECs, including the CLECs with which we understand Vonage has connectivity, this information is essential to assist SBC in evaluating any 911 database interface functionalities that Vonage may be currently lacking. Please let us know when we can expect to receive this information so that we can continue to advance this important initiative on an industry-wide basis.

Of course, irrespective of any action SBC takes to make a new or existing interface available for live customer traffic, Vonage will have to reach an agreement with each of the Public Safety entities for delivery of the 911 calls.

If you have any questions or suggestions, I encourage you to contact me directly.

Sincerely,

A handwritten signature in black ink, reading "Christopher T. Rice". The signature is fluid and cursive, with the first name "Christopher" written in a larger, more prominent script than the last name "Rice".

Christopher T. Rice
Executive Vice President
Network Planning & Engineering

cc: Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
The Honorable Hillary Rodham Clinton
The Honorable John Shimkus
The Honorable Anna Eshoo
The Honorable Conrad Burns
The Honorable Kay Bailey Hutchison
The Honorable Barbara Boxer
The Honorable Joe Barton
The Honorable John D. Dingell



Glen R. Sirles
Vice President & General Manager
Local Interconnections Services

SBC Operations, Inc
One Bell Plaza, Room 3621
208 S. Akard
Dallas, TX 75202
Phone 214-858-0700
Fax 214-464-2705

April 27, 2005

Mr. John Cummings
Vice President - 911 Services
Vonage Holdings Corp.
2147 Route 27
Edison, NJ 08817

Dear John:

Attached, per our conversation April 25, 2005 and as a follow-up to other discussions between our companies, is a draft contract for Fixed Location E911 Service which includes pricing and a list of our selective routers. We are hopeful this meets your company's initial need and we are available to discuss it further during our next call on Tuesday, May 3rd.

As discussed on our calls, SBC realizes this first step only solves the 911 issue for fixed location end users with geographically valid telephone numbers and looks forward to working with Vonage to investigate developing a solution for customers who utilize a virtual telephone number along with those customers who are mobile.

We have exchanged thoughts on that and are hopeful to have some further dialog on this subject on our planned call. Again, anything you could provide that better identifies what you require would be helpful and appreciated.

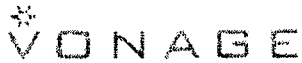
I look forward to talking with you next Tuesday.

Sincerely,

A handwritten signature in black ink, appearing to read "Glen Sirles", written over a horizontal line.

Glen Sirles

Attachment



Jeffrey S. Guttman
Chief Executive Officer

July 1, 2005

VIA OVERNIGHT DELIVERY

Mr. Edward E. Whitacre Jr.
Chairman and CEO
SBC Communications, Inc.
175 E. Houston
San Antonio, TX 78205-2233

Re: E9-1-1 Implementation

Dear Mr. Whitacre:

As the Chairman and CEO of Vonage Holdings Corp. ("Vonage"), I write to confirm the progress that our two companies' E9-1-1 implementation teams have made in developing a timeline necessary to meet the mandates of the Federal Communications Commission's *E911 VoIP Order*. While I am encouraged by the progress to date, I write to seek your personal intervention and cooperation to ensure that implementation activities continue smoothly.

As you may know, there is currently no turnkey solution available for nomadic VoIP providers like Vonage. Nevertheless, we are aggressively working to assemble all of the necessary pieces to develop and implement a solution that meets the FCC's deadline. To implement the nomadic solution, Vonage must secure three critical elements: (1) connectivity access to the selective routers; (2) steering functions to direct a VoIP customer's calls to the correct Public Safety Answering Point ("PSAP"), including connectivity between those steering functions and the ALI database; and (3) pseudo-ANI ("p-ANI") necessary to access the selective router database and ALI database. In order to meet the FCC's mandate, Vonage must obtain firm commitments with regard to each of these three elements as well as reasonable access to other existing E9-1-1 elements. If one element fails, all bets are off and Vonage's customers will be without E9-1-1.

To date, our negotiations with SBC have focused on items one and three.¹ With respect to item one, our negotiations with SBC have focused on the ordering and provisioning process necessary to connect Vonage to the 105 selective routers across SBC's 13-state territory. As part of these negotiations, we have tried to obtain a better understanding of SBC's ordering and provisioning process, to establish an accelerated

¹ Although Vonage is pursuing other options for the creation, operation and maintenance of the steering function, once Vonage selects its vendor for this second piece, it will also require SBC's cooperation to connect Vonage's steering database to the ALI database.



Mr. Edward E. Whitacre Jr.
July 1, 2005
Page 2

process for placing trunk orders, to implement a firm timetable for delivery and turn-up of the trunks, and to determine how SBC proposes to price and bill Vonage for these trunks. Supporting this plan, we have also requested tests on a trial basis in at least one market in SBC's territory. With respect to item three, we have asked whether SBC would be willing to assign p-ANI to Vonage or whether SBC will expect Vonage to obtain p-ANI from a third party, such as the North American Numbering Plan Administrator ("NANPA"). We are also requesting information on additional E9-1-1 elements that reside within your network and that require further resolution, negotiation or provisioning in order to turn up E9-1-1 service to Vonage's customers prior to the FCC's deadline.

In support of these efforts, I would like to ask for your cooperation and participation in three specific ways:

First, I ask you to designate a senior leader of your company to participate directly in the process and negotiations on implementing this vital service. The FCC is clear in its commitment to full E9-1-1 capabilities. As we are working on tight timeframes, building a number of new solutions, we look to increase the frequency of our collaboration. We recognize the need for a full partnership between our staff and SBC's. Vonage's Vice President of Carrier Operations, Ed Mulligan ed.mulligan@vonage.com 732-231-6237 is our liaison to SBC.

Second, I request that we receive pricing quotes or tariff references for all known wireless and other necessary E9-1-1 elements in a timely fashion. We understand that VoIP brings unique aspects to the 9-1-1 system and that we are asking for elements in a tight timeframe. It is critical we expedite the negotiations of such elements so we can manage and understand pricing at the outset of our discussions – without pricing or tariff citations we cannot place orders. Our proposed solution incorporates elements that SBC makes available to others in its normal 9-1-1 provisioning. We expect that the charges for these established 9-1-1 elements offered to Vonage will be non-discriminatory vis-à-vis the same services SBC provides to other third parties (including other LECs) and its affiliates, such as SBC-IS.

Third, I would like the opportunity to follow up this letter with a phone call. I think we can agree that VoIP 9-1-1 is critical to our nation's safety and security, requiring swift and responsible leadership by all parties involved in its implementation. The purpose of my call would be to review the solutions we have developed and the opportunity to work together on one of our industry's most important services. As 9-1-1 is a national priority, it's important we have an open dialogue to address concerns and stumbling blocks as they occur in this process. This is true today under the FCC Order, but equally important for 9-1-1's future.

One of my colleagues will call your office next week to schedule a time for us to talk further. I would be very interested to hear your thoughts on the matter and your ideas about how we can work together to meet our nation's 9-1-1 goals.



Mr. Edward E. Whitacre Jr.
July 1, 2005
Page 3

I thank you and your team for working with Vonage to meet the FCC's E9-1-1 VoIP requirements. We look forward to deepening our working relationship through the provisioning, testing, and turn-up process so that all consumers will receive the best possible E9-1-1 access.

Sincerely,

Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc: FCC Chairman Kevin J. Martin
FCC Commissioner Kathleen Q. Abernathy
FCC Commissioner Michael J. Copps
FCC Commissioner Jonathan S. Adelstein
Michelle Carey (FCC)
Russell Hanser (FCC)
Jessica Rosenworcel (FCC)
Barry Ohlson (FCC)
Scott Bergmann (FCC)
Thomas Navin (FCC)
Julie Veach (FCC)
Christi Shewman (FCC)

Attachment B

February 18, 2005

Mr. F. Duane Ackerman
Chairman and CEO
BellSouth Corporation
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Dear Mr. Ackerman:

As the Chairman and CEO of Vonage Holding's Corp ("Vonage"),¹ I write to enlist BellSouth Corporation's ("BellSouth") assistance in fundamentally improving consumer access to enhanced emergency service capabilities ("E-911"). BellSouth's demonstrated commitment to safeguarding the public illustrates the concern we share in making E-911 functionality as widely available as possible. Currently, however, limitations within the emergency services network architecture make it impossible to pass a Voice over Internet Protocol ("VoIP") customer's emergency service call through BellSouth's selective routers to the appropriate Public Safety Answering Point ("PSAP"). These problems are not insurmountable. Secure, reliable technical solutions are readily available and can be rapidly installed as demonstrated by Vonage's fully deployed E-911 solution in Rhode Island. Accordingly, as the primary provider of E-911 access to PSAPs in nine states, I am personally requesting BellSouth's assistance in working with Vonage to establish capabilities that will make E-911 services available to all VoIP subscribers on a non-discriminatory basis.

Vonage's recent experience in Rhode Island shows that the communications industry can work with state officials to protect the public. Our success in Rhode Island makes clear how quickly a VoIP E-911 solution can be deployed when parties work cooperatively and expeditiously toward this common goal. In Rhode Island, for example, Vonage is now able to directly deliver E-911 calls natively over the dedicated emergency communications network to the PSAP call-takers. All calls contain both the VoIP caller's location as well as their call back number. This process took only eight weeks to complete from start to finish. Vonage is particularly encouraged by its experience in Rhode Island and by the potential to rapidly improve upon the delivery of emergency services. Furthermore, a native IP emergency services network will provide even more data to first responders vastly improving the quality of emergency services communications in the United States. The Rhode Island example also underscores how innovation and cooperation can challenge traditional notions that direct regulation or federal oversight is otherwise necessary to achieve such ends. A healthy competitive market can engender healthy cooperation to meet public policy goals.

¹ Vonage is the leading provider of voice over Internet protocol ("VoIP") services within the United States. With more than 400,000 users in North America, Vonage is committed to ensuring that all consumers obtain equivalent access to emergency service capabilities – irrespective of the communications technology they use.

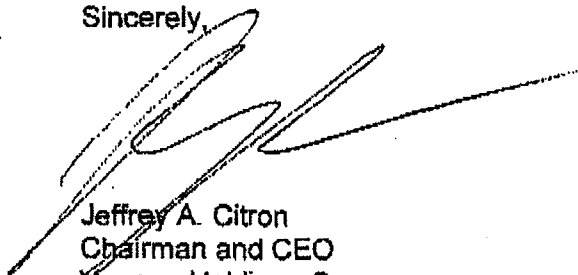
February 18, 2005

Page 2

While Vonage supports long term efforts to develop and deploy next generation IP enabled E-911 systems, it is critical to take the necessary steps and trial interim solutions now. Accordingly, by this letter, I ask for your cooperation in launching an effort to test and deploy a joint VoIP E-911 solution within the next 30 to 60 days.² We cannot resolve fundamental issues associated with providing a native E-911 service to VoIP users without your assistance. Toward that end, we ask that you provide us with the appropriate contacts so that we may jointly implement an E-911 solution for VoIP users as rapidly as possible.

I look forward to hearing from you and working together on this critical endeavor in the very near future.

Sincerely,



Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc:

Michael K. Powell, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Kevin J. Martin, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
Charles M. Davidson, Commissioner, Florida Public Service Commission
Honorable Jeb Bush
Stan Wise, Commissioner, Georgia Public Service Commission
Deborah Taylor Tate, Director, Tennessee Regulatory Authority
Troy King, Attorney General, Alabama
Honorable Chip Pickering
Honorable Cliff Stearns

² Specifically, in order to provide an E-911 solution to VoIP customers, we will need access to E-911 elements that would allow our customers to call E-911 from nomadic devices. This would require tandem interconnection into the selective router and access to all the Automatic Location Information ("ALI") databases. Due to the portable nature of VoIP services, our E-911 technical solution leverages elements from both the wireline and wireless E-911 networks.



BELLSOUTH

BellSouth Corporation
675 W. Peachtree Street, N.E.
Suite 4515
Atlanta, GA 30375

bill.smith@bellsouth.com

Bill Smith
Chief Technology Officer

404 927 1900
Fax 404 529 0014

VIA FACSIMILE (732-287-0396) AND REGULAR U.S. MAIL

March 8, 2005

Mr. Jeffrey Citron
Chairman
Vonage Holding Corp
2147 Route 27
Edison, NJ 08817

Dear Mr. Citron:

On Duane Ackerman's behalf, I am writing in response to your letter that was faxed to Mr. Ackerman's office on February 28, 2005 regarding enhanced emergency service capabilities ("E9-1-1"). Without question, enabling people to request and receive emergency service is of fundamental importance. BellSouth devotes substantial effort and energy on a continuous basis to ensure that the E9-1-1 infrastructure that we operate is reliable and available to deliver critical information and communication to public safety agencies that literally come to people's rescue in cases of emergency. As vital as our country's E-911 infrastructure is to public safety, BellSouth cooperates closely with public safety agencies and other governmental authorities to protect the security of this infrastructure. Further, BellSouth also invests a great deal of our company's resources to make sure that voice service customers will connect through the E9-1-1 network when an emergency call is made.

Today, a number of voice service providers, including some who use voice over Internet Protocol ("VoIP"), connect to the E9-1-1 infrastructure that BellSouth operates, and successfully offer E9-1-1 calling to their customers as part of their overall service. Pursuant to existing laws and regulations, BellSouth offers these capabilities to all service providers who have requisite government certification. I am not aware of whether Vonage has attempted to avail itself of this capability and opportunity. To the point of your letter, the mobile and portable aspects of VoIP clearly present challenges to existing E9-1-1 infrastructure. Multiple industry efforts are currently underway to assess how the E9-1-1 infrastructure can be improved. The National Emergency Number Association (NENA) and the Network Reliability & Interoperability Council (NRIC) both have important work underway in this area, and BellSouth is an active participant in these activities. As scalable industry solutions are defined and validated, BellSouth expects to work closely with public safety agencies to deploy these new capabilities and further enhance the value and functionality of E9-1-1.

I certainly understand your concern regarding the absence of E9-1-1 capability in your current offer, and the associated risk to your customers. We stand ready to work with you and the broader industry to address these challenges and support efforts to do so in NENA, NRIC, and other appropriate forums.

BellSouth welcomes the opportunity to engage with you in your efforts. Please contact Eric Schwartz, our AVP of IP Product Strategy, at 404-829-8289 and his team will work with you to explore the specifics of what BellSouth can do to support your effort.

Sincerely,



William L. Smith
Chief Technology Officer

cc: ✓ Michael K. Powell, Chairman, FCC
✓ Kathleen Abernathy, FCC Commissioner
✓ Michael J. Copps, FCC Commissioner
✓ Kevin J. Martin, FCC Commissioner
✓ Jonathan S. Adelstein, FCC Commissioner
✓ Gregory S. Ballentine, President, APCO International
✓ Charles M. Davidson, Commissioner, Florida Public Service Commission
✓ Honorable Jeb Bush
✓ Stan Wise, Commissioner, Georgia Public Service Commission
✓ Deborah Taylor Tate, Director, Tennessee Regulatory Authority
✓ Troy King, Attorney General, Alabama
✓ Honorable Charles "Chip" Pickering, Jr.
✓ Honorable Cliff Stearns



Jeffrey Citron
Chief Executive Officer

April 14, 2005

Mr. F. Duane Ackerman
Chairman and CEO
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Dear Mr. Ackerman:

I write to again enlist your company's cooperation in providing Vonage and other VoIP providers with the ability to make enhanced 911 calling capabilities available to VoIP end-users. In particular, I wish to make you aware of our recent agreement with Qwest under which Vonage will lease trunks providing it a direct connection to the 911 selective routers operated by Qwest, and to ask you to provide us with similar connections. The proposed implementation with Qwest is I2 compliant – the proposed NENA standard for VoIP enhanced 911 call delivery. This enhanced 911 solution that we are implementing with Qwest is I2 compliant – the proposed NENA standard for E911. Qwest's recent announcement that it will lease 911 interconnection trunks to Vonage – even though Vonage is not a state-certificated telecommunications provider – demonstrates that there is no technical obstacle to implementing a better 911 solution for hundreds of thousands, if not millions, of VoIP users.

As you may know, Vonage provides its customers with emergency calling capabilities today, but not the same service that is available to the vast majority of POTS users and most mobile phone users. In order to provide a wider range of 911 capabilities, Vonage requires a direct connection with the selective router that distributes 911 calls to the appropriate public safety answering point. Vonage is capable of delivering the necessary ALI and ANI data required to route emergency calls.

Although all four RBOCs have stated that they are willing to "work with" VoIP providers to help develop VoIP 911 calling solutions, thus far only Qwest is beginning the ordering and provisioning process necessary to provide Vonage direct access to its 911 infrastructure. Let me emphasize that Qwest is providing Vonage with the *same* types of trunks and the *same* connections to the selective router that CLECs and wireless carriers already use. Vonage is not asking your company to provide us anything new, or anything different from what you already do in your networks. I also emphasize that Vonage will be paying Qwest for the use of its facilities.

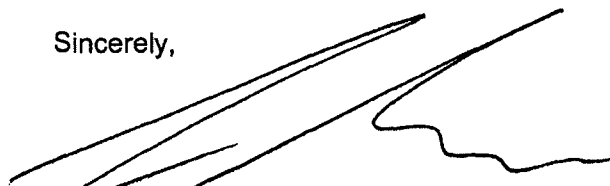
I recognize that this is an interim solution and that there remains some continued regulatory uncertainty about certain aspects of VoIP services. Notwithstanding, VoIP is no longer a pie-in-the sky dream. Millions of American consumers use VoIP, and as business leaders we simply cannot wait for government regulators to resolve this issue for us – especially when lives are at stake. It should go without saying that improved 911 access is necessary to ensure the health and safety of all callers who require the ability to access emergency services, regardless of the technology that they use. Neither should you let the technical characteristics of VoIP 911 calling, and the evolution of such calls, preclude us from turning up a solution that works today for our customers. We cannot let the perfect be the enemy of the good.



Mr. F. Duane Ackerman
April 14, 2005
Page 2

Please, therefore, consider this letter a formal request from Vonage Holdings Corp. to lease 911 interconnection trunks from your company's operating affiliates throughout the country and provide me with the name and telephone number of the person at your company with whom Vonage can place orders for 911 interconnection trunks.

Sincerely,



Jeffrey A. Citron

cc:

Bill Smith, CTO, BellSouth
Eric Schwartz, Assistant Vice President, BellSouth
Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
Charles M. Davidson, Commissioner, Florida Public Service Commission
Honorable Jeb Bush
Stan Wise, Commissioner, Georgia Public Service Commission
Deborah Taylor Tate, Director, Tennessee Regulatory Authority
Troy King, Attorney General, Alabama
Honorable Chip Pickering
Honorable Cliff Stearns



BELLSOUTH

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675 W. Peachtree Street, N.E.
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Atlanta, GA 30375

bill.smith@bellsouth.com

Bill Smith
Chief Technology Officer

404 927 1900
Fax 404 529 0014

VIA OVERNIGHT DELIVERY

April 20, 2005

Mr. Jeffrey Citron
Chairman
Vonage Holding Corp
2147 Route 27
Edison, NJ, 08817

Dear Mr. Citron,

On Duane Ackerman's behalf, I am writing in response to your letter, dated April 14th, which was received in Mr. Ackerman's office on April 15, 2005, regarding enhanced emergency service capabilities (E-911). I am very concerned by both the tone and accuracy of the statements in your letter. Delays on the part of Vonage since your last letter have forestalled meaningful discussions on these issues. Moreover, it is clear that the VON industry has taken steps to address the issues you raise in your letter – steps that Vonage, for whatever reason, has declined to take. Other VoIP providers have successfully provided 911 and E-911 type services to their customers using alternatives that are available to Vonage as well. Finally, BellSouth reiterates its willingness to discuss with Vonage a solution that would appear similar to that proposed by Qwest in its PS/ALI tariff.

In your letter, you state that you are writing to "again enlist" BellSouth's cooperation in working with Vonage and other VoIP providers on E-911 issues. The tone of your letter implies that BellSouth has been unresponsive to previous requests. The facts, however, provide a much different story.

As you know, Vonage originally sent a letter to BellSouth dated February 18, 2005 (the letter actually was faxed to BellSouth on February 28, 2005) requesting assistance and discussion of E-911 issues. I responded to your letter on March 8, 2005 and offered the assistance of Eric Schwartz, our Assistant Vice President of IP Strategy. Three weeks later, on March 29, Chris Murray, of Vonage's DC Affairs office, contacted Mr. Schwartz to discuss the issue. Mr. Murray stated that Vonage was working with Intrado on a proposed solution. Mr. Schwartz asked Mr. Murray to provide a description of the proposal to BellSouth, and Mr. Murray agreed. Having heard nothing since that call, Mr. Schwartz followed up with Mr. Murray via an email on March 31, 2005. Mr. Schwartz and Mr. Murray saw each other in person on April 4, 2005 and Mr. Schwartz again told Mr. Murray that he had not received the description.

Prior to the date of your letter on April 14, 2005, BellSouth had received no further information from Vonage about its proposal. However, the morning of April 14, 2005 (the date of your letter to Mr. Ackerman copying FCC and state commissioners, congressmen, governor's and other state officials), Mr. Murray sent Mr. Schwartz an e-mail asking if BellSouth had reviewed the documentation provided, which as of that date had not been received by BellSouth. Mr. Schwartz subsequently received the documentation on April 15, 2005 and work is underway to assess your request.

As I indicated in my March 8 letter to you, BellSouth strongly supports and invests heavily in its network to provide for public safety. I agree with you that public safety is paramount in providing quality service. There are several solutions that are, and have been available to meet your concerns and allow Vonage to provide E-911 service to its customers. In fact many VoIP providers have already chosen to provide E-911 safety to their customers, as evidenced by a recent report published by the Voice on the Net ("VON") Coalition. The January 2005 report, which is attached to this letter, states on page 3 that 100% of those providers surveyed had ensured that when 911 is dialed, it gets routed to a designated PSAP. On page 6 of the report, it states that "for fixed users, 60% of the survey respondents who provide VoIP replacement residential phone service indicate they offer 9-1-1 access today with automatic call back number and location information to emergency call centers like traditional fixed wireline service."

Clearly there are methods available to Vonage today, pursuant to existing laws and regulations, which would allow it to provide E-911 service to its customers. As indicated in the VON Coalition paper, other VoIP providers have made the decision to support public safety and are providing that capability to their customers. Your statement that we need not wait for government regulators to solve this problem is true, but the reason it is true is because there are already solutions available to Vonage, should it choose to expend the resources necessary to accomplish them. This is a business decision that Vonage could have made.

In reference to your comments concerning the Qwest solution, it appears that Vonage is availing itself of the PS/ALI portion of the Qwest E-911 tariff. This service allows a customer to purchase access and provide a 911 listing behind PBX or centrex type service. Like Qwest, BellSouth also has a tariffed service providing E-911 capability to PBX customers. A variation of this service might be suitable for your needs. However, we do not know for certain whether this is the case and, as we have expressed several times, BellSouth is interested in meeting to discuss Vonage's needs.

I would again ask that you continue to direct your inquiries and provide the specifics of your request to Eric Schwartz. From the VON Coalition report, it appears that there are steps that Vonage could previously have taken to address many of its concerns. Further, to the extent Vonage seeks an alternate form of non-standard interconnection, you could have implemented one of the approaches utilized by numerous other VoIP providers and pursued your alternate proposal in parallel. Again it appears that Vonage has chosen not to adequately provide for or invest in E-911, in ways that are readily available.

BellSouth again commits to work cooperatively with Vonage to seek a solution to this problem, notwithstanding Vonage's past business decisions.

Finally, I am sure you are aware of the collaborative efforts of the VON Coalition NENA and other industry players (including BellSouth) aimed at establishing a national standards-based solution to these issues. BellSouth is deeply involved in these efforts and also commits to work cooperatively with Vonage and the industry in that forum to arrive at a more permanent solution to these issues.

Sincerely,



William L. Smith
Chief Technology Officer

cc: Kevin J. Martin, Chairman FCC
Kathleen Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International*
Charles M. Davidson, Commissioner, Florida Public Service Commission*
Honorable Jeb Bush*
Stan Wise, Commissioner, Georgia Public Service Commission*
Deborah Taylor Tate, Director, Tennessee Regulatory Authority*
Troy King, Attorney General Alabama*
Honorable Charles "Chip" Pickering, Jr.*
Honorable Cliff Stearns*
Duane Ackerman, Chairman & CEO, BellSouth Corporation*

* Via Regular US Mail

April 25, 2005

VIA OVERNIGHT MAIL

Mr. William Smith
Chief Technology Officer
BellSouth Corporation
675 W. Peachtree Street N.E.
Suite 4515
Atlanta, GA 30375

Dear Mr. Smith

I write to respond to your April 20, 2005 letter regarding Vonage's request to obtain E-911 capabilities from Bell South.

While I am very encouraged to learn that Mr. Schwartz is now reviewing the documentation we provided earlier this month – I must take issue with your factual account of our coordination on these matters. In particular, Vonage has pursued these matters with all deliberate speed and you are mistaken to suggest otherwise.¹

As we previously advised Bell South, Vonage currently supports the NENA I1 solution for emergency service call delivery. This solution is limited in a number of respects. Based upon my review of your company's April 19, 2005 FCC *ex parte* filing - I am pleased to learn that Bell South suggests that it is willing to provide support for the I2 capabilities requested by Vonage. While your letter and the FCC *ex parte* both suggest that Bell South currently makes available capabilities that might facilitate deployment of an I2 solution requested by Vonage, neither document contain any specific tariff references that might facilitate our review or evaluation of these offerings nor has Mr. Schwartz provided us with any such information.

As you are no doubt aware, the services that Qwest is providing to Vonage are not unique, and Bell South is equally capable of provisioning them. Qwest's offering to Vonage includes ESQK (pseudo ANI) assignment or acquisition, ESQK provisioning service, real-time ALI update access and transport for voice (to the selective router) and data (to the ALI servers.) Where available, Vonage will also obtain full use of the

¹ There are a number of factual inaccuracies in your letter. For example, you suggest that Vonage did not coordinate with Mr. Schwartz. In fact Vonage met with Mr. Schwartz on March 29th, and April 4th and sent more detailed technical information by e-mail for his review on April 6th. It is untrue that Mr. Murray only forwarded this information after my letter to you on April 14th.

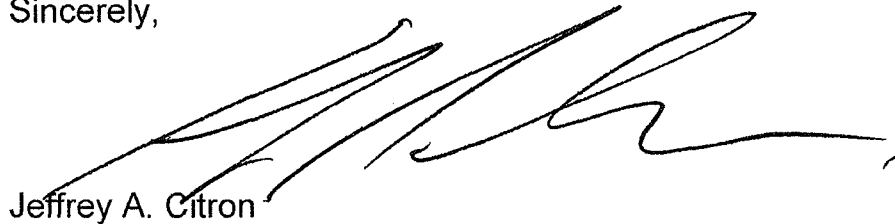


Mr. William Smith
April 25, 2005
Page 2

ESGW (shared gateway to all selective routers) structure to facilitate transport. There may be other services locally required, which are part of the standard wireline or wireless service configuration. For your convenience I am attaching a more detailed service description for your consideration.

Based upon your letter and the recent FCC *ex parte*, it would appear that Bell South is prepared to provide Vonage with the requested services. We look forward to hearing from Mr. Schwarz so that we can place an order for these services and begin provisioning as quickly as possible. If Mr. Schwartz is not the proper contact for order processing and provisioning of these services, we would be happy to work with another representative of Bell South to purchase direct access to these services.

Sincerely,



Jeffrey A. Citron

Attachment

cc: Kevin J. Martin, Chairman FCC
Kathleen Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President APCO International
Charles M. Davidson, Commissioner, Florida Public Service Commission
Honorable Jeb Bush
Stan Wise, Commissioner, Georgia Public Service Commission
Deborah Taylor Tate, Director, Tennessee Regulatory Authority
Troy King, Attorney General Alabama
Honorable Charles "Chip" Pickering, Jr.
Honorable Cliff Stearns
Duane Ackerman, Chairman & CEO, BellSouth Corporation

April 15, 2005

Services Requested for E9-1-1

Summary

Vonage intends to comply with the NENA I-2 standard for delivery of Enhanced 9-1-1 calls to the correct PSAP. In order to accomplish this under the standard, Vonage or its vendors has to acquire services from the LEC in the served area.

The services required are ERQK (pseudo ANI) assignment or acquisition, ESQK provisioning service, Real time ALI update access and transport for voice (to the selective router) and data (to the ALI servers.) Where available, Vonage would like to make full use of the ESGW (shared gateway to all selective routers) structure to help facilitate transport. There may be other services locally required, which are part of the standard wireline or wireless service configuration.

ESQK Assignment

Vonage would like to have assigned the appropriate TNs to serve as ESQK pools for each PSAP. The quantity of numbers would be determined by Vonage's vendor based on the projected 9-1-1 call volume for each PSAP. Vonage would want non-dialable numbers, typically with an NXX of 511.

ESQK Provisioning

Vonage or the vendor would need access to the appropriate system or systems used to provision the ESQK pool for the selective router and the ALI database. Vonage would also request cooperation of the various PSAPs for the creation of the appropriate records in the MSAG in order to provision the ESQK pool. Vonage or the vendor would follow standard NENA formats, and would want ongoing access per the LEC standards.

Real-Time ALI Access

Vonage looks to process both native and non-native TNs in any given area. As such, Vonage would need to have access to the ALI system in order to provide time-of-call updates. The LEC would need to provide requirements for the ALI update interface or ALI steering protocols in use by the ALI system. Vonage or the vendor would need interface specifications from the LEC similar to those available for a wireless phase 2 NCAS implementation.

Transport – Voice

Vonage's first choice would be to acquire voice trunks to an ESGW that served all of the selective routers or 9-1-1 Tandems in a region. If that service is not available, Vonage would like access to ordering information, locations and specifications for trunk types for each selective router in the service area. SS7 trunk types would be preferred, but other signaling methods can be accommodated. Vonage intends to order two trunks for each selective router, one from each of two location diverse origination points. Vonage would also like to explore Internet access and a SIP gateway co-located with the selective router or 9-1-1 Tandem.

Transport – Data

For each ALI system in use in the service area, Vonage would like access to ordering information, locations and specifications for trunk types for each server, including any servers maintained at or by the PSAPs. Vonage or the vendor would order two trunks to each of the ALI server locations, one each from two location diverse origination points. Where possible, existing data links may currently exist between the vendor and the ALI servers for support of wireless 9-1-1, in which case these trunks may not be required. Standard data protocols as used for the wireless phase 2 NCAS solution would be the specifications of choice.



BELLSOUTH

BellSouth Corporation
675 W. Peachtree Street, N.E.
Suite 4515
Atlanta, GA 30375
bill.smith@bellsouth.com

Bill Smith
Chief Technology Officer

404 927 1900
Fax 404 529 0014

VIA FACSIMILE (732-287-0396) AND REGULAR US MAIL

May 05, 2005

Mr. Jeffrey Citron
Vonage Holding Corp
2147 Route 27
Edison, NJ, 08817

Dear Mr. Citron,

I am writing in response to your letter dated April 25, 2005, regarding Vonage's request to obtain enhanced emergency service capabilities (E-911) from BellSouth. As your letter attempts to characterize BellSouth's positions, let me again make our position clear. VoIP providers today have the ability to provide E-911 functionality to their customers, and this has been the case for some time. The VON Coalition report confirms this. And while your letter speaks to factual inaccuracies in my previous letter, the facts outlined in that letter are accurate and supported by documentation. That said, the core issue before us is how to further extend E-911 capabilities for VoIP users, and we wish to focus the discussions on how to best resolve that issue. We are hopeful that Vonage is prepared to do the same.

As mentioned in my letter of April 20, Mr. Eric Schwartz, AVP of IP Strategy, received documentation from Vonage on April 15, outlining the specific services that Vonage has requested from BellSouth in order to deliver its customers' E-911 calls to the appropriate Public Safety Answering Points (PSAPs). Additionally, your most recent correspondence of April 25, provided further detail regarding the services that Vonage is seeking to acquire from BellSouth. This documentation has proven extremely helpful in providing BellSouth with the details necessary to evaluate such a request.

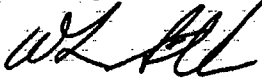
In response to your letter of April 25, Mr. Schwartz contacted Vonage's technical E-911 team which included John Cummings, Scott Martin, Neal Wrightington, and Ed Mulligan to explore items specified in the letter. Vonage's technical team indicated that, in the near term, Vonage is primarily interested in pursuing direct connection to each of BellSouth's sixty-four 911 selective routers in order to enable delivery of calls to PSAPs. Mr. Schwartz then engaged a technical team of BellSouth E-911 subject matter experts to assess Vonage's E-911 service

documentation. Based on this assessment, BellSouth believes that a suitable technical solution can be arrived at expeditiously.

To that end, BellSouth would like to invite Vonage to engage in direct technical discussions within the next two weeks to work through the details of provisioning dedicated E-911 trunks to Vonage to enable it to route traffic to PSAPs. As a part of this solution, we would also like to discuss the scope and timing of a defined geographic functional trial. Further, BellSouth proposes on-going weekly meetings between our companies until such time as we have successfully implemented a trial solution. Please contact Rick Chapes, Director of Sales for BellSouth Interconnection Services, at (404) 986-6391 to coordinate a mutually agreed upon time for a technical discussion.

I would again like to emphasize that BellSouth is fully supportive of and involved in the collaborative efforts of the VON Coalition, NENA, and other industry forums aimed at establishing a national standards-based solution to these issues. BellSouth is committed to working cooperatively with Vonage and the industry in that forum to arrive at a more permanent solution to these issues. We look forward to hearing from you with a date for our first technical discussion.

Sincerely,



William L. Smith
Chief Technology Officer
BellSouth Corporation

cc: Kevin J. Martin, Chairman FCC
Kathleen Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President APCO International
Charles M. Davidson, Commissioner, Florida Public Service Commission
Honorable Jeb Bush
Stan Wise, Commissioner, Georgia Public Service Commission
Deborah Taylor Tate, Director, Tennessee Regulatory Authority
Troy King, Attorney General Alabama
Honorable Charles "Chip" Pickering, Jr.
Honorable Cliff Stearns

May 9, 2005

VIA OVERNIGHT MAIL

Mr. William Smith
Chief Technology Officer
BellSouth
675 W. Peachtree Street N.E.
Suite 4515
Atlanta, GA 30375

Dear Mr. Smith:

I write to respond to your May 5, 2005, letter regarding Vonage's request to obtain E-911 capabilities. We also believe that a technological solution can be rapidly achieved and look forward to working with BellSouth over the next two weeks. In fact, we are in the process of scheduling a technical call that will occur either today or tomorrow. You are correct that we are very interested in obtaining direct connections to the sixty-four 911 selective routers so as to enable Vonage to deliver calls to the Public Safety Answering Points ("PSAPs"). I would also like to clarify the other elements that Vonage will need access to in order to deliver a robust E-911 service to our customers. As you are well aware, VoIP services present unique emergency call delivery issues. Vonage's customers leverage the power of the Internet to utilize the service from fixed and nomadic locations. Accordingly, Vonage needs access to elements of both the wireline and wireless emergency services network.

In developing VoIP E-911 solutions with Qwest and Verizon, both RBOCs have made available ESQK (pseudo ANI) assignment or acquisition, ESQK provisioning service, real time ALI update access and transport for voice (to the selective router) and data (to the ALI servers). Where available, Vonage will also obtain full use of the ESGW (shared gateway to all selective routers) structure to help facilitate transport. There may be other services locally required, which are part of the standard wireline or wireless service configuration.

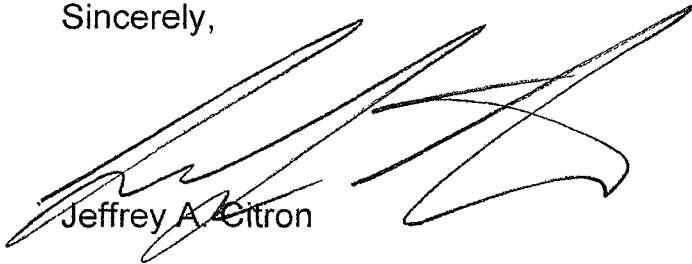
It is only through access to these elements of the emergency services network that Vonage and BellSouth can provide a holistic solution to VoIP customers that will ensure that no consumer is left outside of the E-911 umbrella. Additionally, it would be unacceptable, from a public policy perspective, for consumers to have severe qualitative differences as to the type of VoIP emergency services that are available based on which RBOC service area they happen to find themselves in due to the portable nature



Mr. William Smith
May 9, 2005
Page 2

of the service. For these reasons, I write to seek your clarification that BellSouth will make available all elements necessary to allow Vonage and BellSouth to implement a solution that will allow for extending the benefits of E-911 to nomadic VoIP consumers and allow Vonage to purchase the necessary elements directly from BellSouth. As detailed herein, such a solution would be comparable to that being tested and deployed in areas served by Qwest and Verizon.

Sincerely,



Jeffrey A. Citron

cc: Kevin J. Martin, Chairman FCC
Kathleen Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President APCO International
Charles M. Davidson, Commissioner, Florida Public Service Commission
Honorable Jeb Bush
Stan Wise, Commissioner, Georgia Public Service Commission
Deborah Taylor Tate, Director, Tennessee Regulatory Authority
Troy King, Attorney General Alabama
Honorable Charles "Chip" Pickering, Jr.
Honorable Cliff Stearns
Duane Ackerman, Chairman & CEO, BellSouth Corporation



Chief Executive Officer

July 1, 2005

VIA OVERNIGHT DELIVERY

Mr. F. Duane Ackerman
Chairman and CEO
BellSouth Corp.
1155 Peachtree Street, N.E.
Atlanta, GA 30309-3610

Re: E9-1-1 Implementation

Dear Mr. Ackerman:

As the Chairman and CEO of Vonage Holdings Corp. ("Vonage"), I write to confirm the progress that our two companies' E9-1-1 implementation teams have made in developing a timeline necessary to meet the mandates of the Federal Communications Commission's *E911 VoIP Order*. While I am encouraged by the progress to date, I write to seek your personal intervention and cooperation to ensure that implementation activities continue smoothly.

As you may know, there is currently no turnkey solution available for nomadic VoIP providers like Vonage. Nevertheless, we are aggressively working to assemble all of the necessary pieces to develop and implement a solution that meets the FCC's deadline. To implement the nomadic solution, Vonage must secure three critical elements: (1) connectivity access to the selective routers; (2) steering functions to direct a VoIP customer's calls to the correct Public Safety Answering Point ("PSAP"), including connectivity between those steering functions and the ALI database; and (3) pseudo-ANI ("p-ANI") necessary to access the selective router database and ALI database. In order to meet the FCC's mandate, Vonage must obtain firm commitments with regard to each of these three elements as well as reasonable access to other existing E9-1-1 elements. If one element fails, all bets will be off and Vonage's customers will be without E9-1-1.

To date, our negotiations with BellSouth have focused on items one and three.¹ With respect to item one, our negotiations with BellSouth have focused on the ordering and provisioning process necessary to connect Vonage to the more than 60 selective routers across BellSouth's nine-state territory. As part of these negotiations, we have tried to obtain a better understanding of BellSouth's ordering and provisioning process, to establish an accelerated process for placing trunk orders, to implement a firm timetable for delivery and turn-up of the trunks, and to determine how BellSouth proposes to price

¹ Although Vonage is pursuing other options for the creation, operation and maintenance of the steering function, once Vonage selects its vendor for this second piece, it will also require BellSouth's cooperation to connect Vonage's steering database to the ALI database.



Mr. F. Duane Ackerman
July 1, 2005
Page 2

and bill Vonage for these trunks. Supporting this plan, we have also requested tests on a trial basis in at least one market in BellSouth's territory. With respect to item three, we have asked whether BellSouth would be willing to assign p-ANI to Vonage or whether BellSouth will expect Vonage to obtain p-ANI from a third party, such as the North American Numbering Plan Administrator ("NANPA"). We are also requesting information on additional E9-1-1 elements that reside within your network and that require further resolution, negotiation or provisioning in order to turn up E9-1-1 service to Vonage's customers prior to the FCC's deadline.

In support of these efforts, I would like to ask for your cooperation and participation in three specific ways:

First, I ask you to designate a senior leader of your company to participate directly in the process and negotiations on implementing this vital service. The FCC is clear in its commitment to full E9-1-1 capabilities. As we are working on tight timeframes, building a number of new solutions, we look to increase the frequency of our collaboration. We recognize the need for a full partnership between our staff and BellSouth's. Vonage's Vice President of Carrier Operations, Ed Mulligan ed.mulligan@vonage.com 732-231-6237 is our liaison to BellSouth.

Second, I request that we receive pricing quotes or tariff references for all known wireless and other necessary E9-1-1 elements in a timely fashion. We understand that VoIP brings unique aspects to the 9-1-1 system and that we are asking for elements in a tight timeframe. It is critical we expedite the negotiations of such elements so we can manage and understand pricing at the outset of our discussions – without pricing or tariff citations we cannot place orders. Our proposed solution incorporates elements that BellSouth makes available to others in its normal 9-1-1 provisioning. We expect that the charges for these established 9-1-1 elements offered to Vonage will be non-discriminatory vis-à-vis the same services BellSouth provides to other third parties (including other LECs) and its affiliates.

Third, I would like the opportunity to follow up this letter with a phone call. I think we can agree that VoIP 9-1-1 is critical to our nation's safety and security, requiring swift and responsible leadership by all parties involved in its implementation. The purpose of my call would be to review the solutions we have developed and the opportunity to work together on one of our industry's most important services. As 9-1-1 is a national priority, it's important we have an open dialogue to address concerns and stumbling blocks as they occur in this process. This is true today under the FCC Order, but equally important for 9-1-1's future.

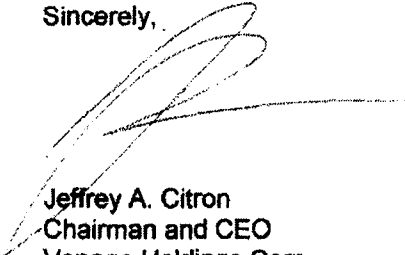
One of my colleagues will call your office next week to schedule a time for us to talk further. I would be very interested to hear your thoughts on the matter and your ideas about how we can work together to meet our nation's 9-1-1 goals.



Mr. F. Duane Ackerman
July 1, 2005
Page 3

I thank you and your team for working with Vonage to meet the FCC's E9-1-1 VoIP requirements. We look forward to deepening our working relationship through the provisioning, testing, and turn-up process so that all consumers will receive the best possible E9-1-1 access.

Sincerely,



Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc: FCC Chairman Kevin J. Martin
FCC Commissioner Kathleen Q. Abernathy
FCC Commissioner Michael J. Copps
FCC Commissioner Jonathan S. Adelstein
Michelle Carey (FCC)
Russell Hanser (FCC)
Jessica Rosenworcel (FCC)
Barry Ohlson (FCC)
Scott Bergmann (FCC)
Thomas Navin (FCC)
Julie Veach (FCC)
Christi Shewman (FCC)

Attachment C

February 18, 2005

Mr. Ivan G. Seidenberg
Chairman and CEO
Verizon Communications, Inc.
1095 Avenue of the Americas
New York, NY 10036

Dear Mr. Seidenberg:

As the Chairman and CEO of Vonage Holding's Corp ("Vonage"),¹ I write to thank you for your Company's recent efforts and cooperation in discussing an interim emergency services ("E-911") solution for Voice over Internet Protocol ("VoIP") services as well as to enlist you and Verizon Communications, Inc.'s ("Verizon") assistance in fundamentally improving consumer access to E-911 throughout Verizon's operating territory. Vonage appreciates and commends Verizon's willingness to discuss an interim solution in New York City. Such cooperative efforts demonstrate that Verizon is committed to ensuring public safety and to supporting new technologies.

Based upon our mutual experience in New York City, I know that Verizon shares our concern with safeguarding the public and making E-911 functionality as widely available as possible. Currently, however, limitations within the emergency services communications network architecture make it impossible to pass a VoIP customer's emergency service call through Verizon's selective routers to the appropriate Public Safety Answering Point ("PSAP"). These problems are not insurmountable. Indeed, Verizon has already demonstrated its commitment to resolving this issue by meeting with Vonage and others to discuss an interim solution for New York City. Additionally, Vonage recently deployed an E-911 solution for its customers in Rhode Island. The Rhode Island deployment illustrates that secure, reliable, technical solutions are readily available and can be rapidly deployed. Accordingly, as the primary provider of E-911 access to PSAPs in the Northeast and other areas of the country, I am personally asking for your help and willingness in working with Vonage to install capabilities that will make E-911 services available to all VoIP subscribers on a non-discriminatory basis.

Vonage's experience in Rhode Island shows how quickly a VoIP E-911 solution can be deployed when parties work cooperatively and expeditiously toward this common goal. In Rhode Island, Vonage is now able to directly deliver E-911 calls natively over the dedicated emergency communications network to the PSAP call-takers. All calls contain both the VoIP caller's location as well as their call-back number. This process took approximately eight weeks to complete from start to finish. Vonage is particularly encouraged by its experience in Rhode Island because it highlights the potential to rapidly improve upon the delivery of emergency services. Furthermore, a native IP emergency services network will provide even more data to first responders vastly improving the quality of emergency services communications in the United States. The

¹ Vonage is the leading provider of voice over Internet protocol ("VoIP") services within the United States. With more than 400,000 users in North America, Vonage is committed to ensuring that all consumers obtain equivalent access to emergency service capabilities - irrespective of the communications technology they use.

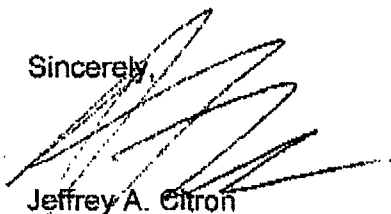
~~February 19, 2005~~

Rhode Island paradigm underscores how innovation and cooperation can challenge traditional notions that direct regulation or federal oversight is otherwise necessary to achieve such ends.

While Vonage supports long term efforts to develop and deploy next generation IP enabled E-911 systems, it is critical to take the necessary steps and trial interim solutions now. Accordingly, by this letter, I ask for your cooperation in launching an effort to test and deploy a joint VoIP E-911 solution within the next 30 to 60 days.² We cannot resolve the fundamental issues associated with providing a native E-911 service to VoIP users without your assistance. Toward that end, we ask that you provide us with the appropriate contacts so that we may jointly implement an E-911 solution for VoIP users as rapidly as possible.

Again, we thank you for your willingness to discuss an interim E-911 solution for VoIP services in New York City. I look forward to hearing from you and working together on this critical endeavor in the very near future.

Sincerely,



Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

² Specifically, in order to provide an E-911 solution to VoIP customers, we will need access to E-911 elements that would allow our customers to call E-911 from nomadic devices. This would require tandem interconnection into the selective router and access to all the Automatic Location Information ("ALI") databases. Due to the portable nature of VoIP services, our E-911 technical solution leverages elements from both the wireline and wireless E-911 networks.

February 18, 2005

Page 3

cc:

Michael K. Powell, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Kevin J. Martin, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
William M. Flynn, Chairman, State of New York, Public Service Commission
Connie Hughes, Commissioner, NJ Board of Public Utilities
The Honorable Mike Ferguson
The Honorable Hillary Rodham Clinton
The Honorable Charles E. Schumer
The Honorable Frank Lautenberg
The Honorable Jon Corzine
The Honorable John Shimkus
The Honorable Anna Eshoo
The Honorable Conrad Burns
Jeanne M. Fox, Chairman, NJ Board of Public Utilities
Charles Dowd, Deputy Inspector, New York Police Department
Gino Mencini, Commissioner, New York City, DoITT



Stuart Elby
VP - Network Architecture & Enterprise Tech.
Verizon Technology Organization

500 Westchester Avenue
White Plains, NY 10604

Phone 914-844-2214
Fax 914-844-2280
stuart.d.elby@verizon.com

March 23, 2008

VIA REGULAR U.S. MAIL AND FACSIMILE (732-287-0396)

Mr. Jeffrey Citron
Chairman and CEO
Vonage Holdings Corporation
2147 Route 27
Edison, NJ 08817

Dear Mr. Citron:

I am writing on behalf of Ivan Seidenberg to respond to your recent letter regarding the importance of E911 functionality for VoIP users. We will continue to work with you to achieve viable, secure solutions to provide Voice over Internet Protocol (VoIP) customers with E911 service.

Verizon is working with Vonage and other key industry players in the relevant industry bodies to ensure that citizens who use VoIP receive reliable and robust E911 services. The National Emergency Number Association (NENA) is hosting a forum (NENA Next Gen) whose goal is to define standards for a next-generation E911 system that would fully integrate wireline, wireless, and IP platforms on a nationwide basis. Verizon is an active participant in that forum. The Network Reliability & Interoperability Council (NRIC) also is studying the issue of E911 and VoIP. Here too, Verizon is actively involved. Furthermore, Verizon is a member of the E911 Institute which supports the E911 Caucus, a group of Senators and Representatives dedicated to improving public safety by creating a national focus on E911 issues and their solutions. Enhancing public safety through secure and reliable E911 networks has been and remains a primary focus for Verizon.

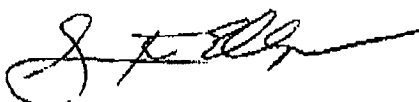
Verizon believes a timely solution to the VoIP E911 dilemma is a public safety imperative and is committed to delivering interim solutions which meet the needs of the VoIP and the first responder communities and also safeguard the integrity and security of the E911 system.¹ Therefore, any E911 solution for VoIP must provide for the public safety through a secure E911

¹ We have significant concerns with the Rhode Island E911 solution that you mention in your letter. The Rhode Island model potentially exposes the PSAP to security vulnerabilities (e.g., denial of service attacks) that may overwhelm PSAP operations. Moreover, since VoIP calls reach the PSAP through the ordinary public switched telephone network (PSTN) and not over dedicated trunks, 911 calls are not prioritized over any other type of PSTN calling. Thus a VoIP 911 caller may not reach the PSAP during a high volume calling period. Verizon believes, however, that workable solutions can and will be found.

network. This is of paramount importance in a world where dependable access to first responders is critical. Verizon will continue to work diligently with the PSAP community, VoIP providers, their vendors, regulatory bodies and VoIP customers to arrive at a workable and replicable model for VoIP E911.

Verizon encourages Vonage to share any specific recommendations with Verizon's Executive Director for Federal Regulatory Affairs, Michael O'Connor on 212-395-2976. Verizon welcomes the opportunity to continue to work with Vonage to further enhance the safety and security of our citizenry.

Sincerely,



Stuart D. Elby
Vice President
Verizon Technology Organization

cc:

Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
William M. Flynn, Chairman, State of New York, Public Service Commission
Connie Hughes, Commissioner, New Jersey Board of Public Utilities
The Honorable Mike Ferguson,
The Honorable Hillary Rodham Clinton
The Honorable Charles E. Schumer
The Honorable Frank Lautenberg
The Honorable Jon Corzine
The Honorable John Shimkus
The Honorable Anna Eshoo
The Honorable Conrad Burns
Jeanne M. Fox, Chairman, New Jersey Board of Public Utilities
Charles Dowd - Deputy Inspector, New York Police Department
Gino Mancini, Commissioner, New York City, DoITT
Lawrence T. Babbio, Vice Chairman and President, Verizon Communications
Ivan G. Seidenberg, Chairman and CEO, Verizon Communications



Jeffrey Citron
Chief Executive Officer

April 14, 2004

Mr. Ivan G. Seidenberg
Chairman and CEO
Verizon Communications, Inc.
1095 Avenue of the Americas
New York, NY 10036

Dear Mr. Seidenberg:

I write to confirm your company's willingness to cooperate in providing Vonage with the ability to make enhanced 911 calling capabilities available to VoIP end-users. We have been encouraged by our recent discussions with Link Hoewing and Maureen A. Napolitano, who have indicated that Verizon is willing to permit Vonage to lease trunks providing it a direct connection to the 911 selective routers operated by Verizon. Please consider this letter a formal request from Vonage Holdings Corp. to lease 911 interconnection trunks from your company's operating affiliates throughout the country and provide me with the name and telephone number of the person at your company with whom Vonage can place orders for 911 interconnection trunks.

As you may know, Vonage provides its customers with emergency calling capabilities today, but not the same service that is available to the vast majority of POTS users and most mobile phone users. In order to provide a wider range of 911 capabilities, Vonage requires a direct connection with the selective router that distributes 911 calls to the appropriate public safety answering point. Vonage is capable of delivering the necessary ALI and ANI data required to route emergency calls.

Under our recent agreement with Qwest, Vonage will lease trunks providing it a direct connection to the 911 selective routers operated by Qwest. Qwest's recent announcement that it will lease 911 interconnection trunks to Vonage – even though Vonage is not a state-certificated telecommunications provider – demonstrates that there is no technical obstacle to implementing a better 911 solution for hundreds of thousands, if not millions, of VoIP users. Let me emphasize that Qwest is providing Vonage with the *same* types of trunks and the *same* connections to the selective router that CLECs and wireless carriers already use. In addition, this proposed implementation is I2 compliant – the proposed NENA standard for VoIP enhanced 911 call delivery. Vonage is not asking your company to provide us anything new, or anything different from what you already do in your networks. I also emphasize that Vonage will be paying Qwest for the use of its facilities, and is willing to similarly pay Verizon's non-discriminatory rates for leasing 911 trunks.

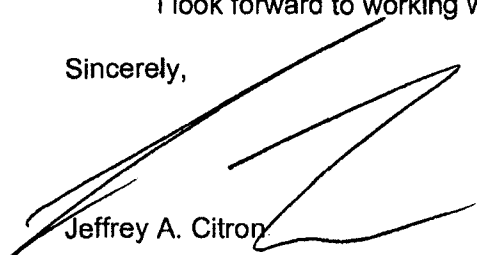
I recognize that this is an interim solution and that there remains some continued regulatory uncertainty about certain aspects of VoIP services. Notwithstanding, VoIP is no longer a pie-in-the sky dream. Millions of American consumers use VoIP, and as business leaders we simply cannot wait for government regulators to resolve this issue for us – especially when lives are at stake. It should go without saying that improved 911 access is necessary to ensure the health and safety of all callers who require the ability to access emergency services, regardless of the technology that they use. Neither should you let the technical characteristics of VoIP 911 calling, and the evolution of such calls, preclude us from turning up a solution that works today for our customers. We cannot let the perfect be the enemy of the good.



Mr. Ivan G. Seidenberg
April 14, 2005
Page 2

I look forward to working with you to bring better 911 solutions to all consumers.

Sincerely,



Jeffrey A. Citron

cc:

Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Gregory S. Ballentine, President, APCO International
William M. Flynn, Chairman, State of New York, Public Service Commission
Connie Hughes, Commissioner, NJ Board of Public Utilities
The Honorable Mike Ferguson
The Honorable Hillary Rodham Clinton
The Honorable Charles E. Schumer
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The Honorable Anna Eshoo
The Honorable Conrad Burns
Jeanne M. Fox, Chairman, NJ Board of Public Utilities
Charles Dowd, Deputy Inspector, New York Police Department
Gino Mencini, Commissioner, New York City, DoITT



John C. ...
Chief Executive Officer.

July 1, 2005

VIA OVERNIGHT DELIVERY

Mr. Ivan G. Seidenberg
Chairman and CEO
Verizon Communications, Inc.
1095 Avenue of the Americas
New York, NY 10036

Re: E9-1-1 Implementation

Dear Mr. Seidenberg:

As the Chairman and CEO of Vonage Holdings Corp. ("Vonage"), I write to confirm the progress that our two companies' E9-1-1 implementation teams have made in developing a timeline necessary to meet the mandates of the Federal Communications Commission's *E911 VoIP Order*. While I am encouraged by the progress to date, I write to seek your personal intervention and cooperation to ensure that implementation activities continue smoothly.

As you may know, there is currently no turnkey solution available for nomadic VoIP providers like Vonage. Nevertheless, we are aggressively working to assemble all of the necessary pieces to develop and implement a solution that meets the FCC's deadline. To implement the nomadic solution, Vonage must secure three critical elements: (1) connectivity access to the selective routers; (2) steering functions to direct a VoIP customer's calls to the correct Public Safety Answering Point ("PSAP"), including connectivity between those steering functions and the ALI database; and (3) pseudo-ANI ("p-ANI") necessary to access the selective router database and ALI database. In order to meet the FCC's mandate, Vonage must obtain firm commitments with regard to each of these three elements as well as reasonable access to other existing E9-1-1 elements. If one element fails, all bets are off and Vonage's customers will be without E9-1-1.

To date, our negotiations with Verizon have focused on items one and three.¹ With respect to item one, our negotiations with Verizon have focused on the ordering and provisioning process necessary to connect Vonage to the more than 100 selective routers across Verizon's 28-state territory. As part of these negotiations, we have tried to obtain a better understanding of Verizon's ordering and provisioning process, to

¹ Although Vonage is pursuing other options for the creation, operation and maintenance of the steering function, once Vonage selects its vendor for this second piece, it will also require Verizon's cooperation to connect Vonage's steering database to the ALI database.



Mr. Ivan G. Seidenberg
July 1, 2005
Page 2

establish an accelerated process for placing trunk orders, to implement a firm timetable for delivery and turn-up of the trunks, and to determine how Verizon proposes to price and bill Vonage for these trunks. Supporting this plan, we have also requested tests on a trial basis in at least one market in Verizon's territory. With respect to item three, we have asked whether Verizon would be willing to assign p-ANI to Vonage or whether Verizon will expect Vonage to obtain p-ANI from a third party, such as the North American Numbering Plan Administrator ("NANPA"). We are also requesting information on additional E9-1-1 elements that reside within your network and that require further resolution, negotiation or provisioning in order to turn up E9-1-1 service to Vonage's customers prior to the FCC's deadline.

In support of these efforts, I would like to ask for your cooperation and participation in three specific ways:

First, I ask you to designate a senior leader of your company to participate directly in the process and negotiations on implementing this vital service. The FCC is clear in its commitment to full E9-1-1 capabilities. As we are working on tight timeframes, building a number of new solutions, we look to increase the frequency of our collaboration. We recognize the need for a full partnership between our staff and Verizon's. Vonage's Vice President of Carrier Operations, Ed Mulligan ed.mulligan@vonage.com 732-231-6237 is our liaison to Verizon.

Second, I request that we receive pricing quotes or tariff references for all known wireless and other necessary E9-1-1 elements in a timely fashion. We understand that VoIP brings unique aspects to the 9-1-1 system and that we are asking for elements in a tight timeframe. It is critical we expedite the negotiations of such elements so we can manage and understand pricing at the outset of our discussions – without pricing or tariff citations we cannot place orders. Our proposed solution incorporates elements that Verizon makes available to others in its normal 9-1-1 provisioning. We expect that the charges for these established 9-1-1 elements offered to Vonage will be non-discriminatory vis-à-vis the same services Verizon provides to other third parties (including other LECs) and its affiliates.

Third, I would like the opportunity to follow up this letter with a phone call. I think we can agree that VoIP 9-1-1 is critical to our nation's safety and security, requiring swift and responsible leadership by all parties involved in its implementation. The purpose of my call would be to review the solutions we have developed and the opportunity to work together on one of our industry's most important services. As 9-1-1 is a national priority, it's important we have an open dialogue to address concerns and stumbling blocks as they occur in this process. This is true today under the FCC Order, but equally important for 9-1-1's future.

One of my colleagues will call your office next week to schedule a time for us to talk further. I would be very interested to hear your thoughts on the matter and your ideas about how we can work together to meet our nation's 9-1-1 goals.



Mr. Ivan G. Seidenberg
July 1, 2005
Page 3

I thank you and your team for working with Vonage to meet the FCC's E9-1-1 VoIP requirements. We look forward to deepening our working relationship through the provisioning, testing, and turn-up process so that all consumers will receive the best possible E9-1-1 access.

Sincerely,

Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc: FCC Chairman Kevin J. Martin
FCC Commissioner Kathleen Q. Abernathy
FCC Commissioner Michael J. Copps
FCC Commissioner Jonathan S. Adelstein
Michelle Carey (FCC)
Russell Hanser (FCC)
Jessica Rosenworcel (FCC)
Barry Ohlson (FCC)
Scott Bergmann (FCC)
Thomas Navin (FCC)
Julie Veach (FCC)
Christi Shewman (FCC)

Virginia P. Ruesterholz
President-Wholesale Markets



1095 Avenue Of The Americas, R-3922
New York, NY 10036

Phone 212 395-1069
Fax 212 768-2240
virginia.p.ruesterholz@verizon.com

VIA REGULAR U.S. MAIL AND FACSIMILE (732-287-0396)

July 11, 2005

Mr. Jeffrey Citron
Chairman and CEO
Vonage Holdings Corporation
2147 Route 27
Edison, NJ 08817

Dear Mr. Citron:

Ivan Seidenberg asked me to respond to your letter to him of July 1, 2005.

Verizon and I appreciate the sense of urgency in your letter, and we will of course identify a Verizon senior leader to participate directly in the negotiations and collaboration between Verizon and Vonage with respect to E911 deployment. David Small, Senior Vice President, Wholesale Markets will serve in that role.

Mr. Small will provide Vonage with whatever additional assistance it may need. As you know, in addition to the account manager assigned to you in April 2005, a considerable number of Verizon personnel have been providing Vonage with widespread assistance over the past weeks so that Vonage can place the awaited orders for direct access trunks. This includes providing Vonage with pricing quotes and tariff references, as well as assistance on routing and p-ANI.

In order to ensure that we continue to meet Vonage's needs, I will contact you directly.

My Wholesale Markets group, which provides access to E911 selective routers, is committed to working with Vonage and other VoIP industry participants to craft E911 solutions for the VoIP user community. I look forward to working with you.

Sincerely,

A handwritten signature in cursive script, reading "Virginia Ruesterholz".

cc:

**FCC Chairman, Kevin J. Martin
FCC Commissioner, Kathleen Q. Abernathy
FCC Commissioner, Michael J. Copps
FCC Commissioner, Jonathan S. Adelstein
Michelle Carey (FCC)
Russell Hanser (FCC)
Jessica Rosenworcel (FCC)
Barry Ohlson, (FCC)
Scott Bergmann (FCC)
Thomas Navin, (FCC)
Julie Veach, (FCC)
Christi Shewman, (FCC)
Ivan G. Seidenberg, Chairman and CEO, Verizon Communications
Lawrence T. Babbio, Vice Chairman and President, Verizon Communications
David J. Small, Senior Vice President, Verizon Communications**

Attachment D

February 17, 2005

Mr. Richard C. Notebaert
Chairman and CEO
Qwest Communications, Inc.
1801 California Street
Denver, CO 80202

Dear Mr. Notebaert:

As the Chairman and CEO of Vonage Holding's Corp ("Vonage"),¹ I write to thank you for your recent efforts and cooperation in testing an enhanced emergency service capabilities ("E-911") solution for Voice over Internet Protocol ("VoIP") services as well as to enlist you and Qwest Communications, Inc.'s ("Qwest") assistance in fundamentally improving consumer access to E-911 throughout Qwest's operating territory. Vonage appreciates and commends Qwest's hard work in the recently concluded trial in King County, Washington between the two companies. Qwest is the first regional Bell operating company to participate in such a trial and your leadership in this arena is admirable. Such cooperative efforts demonstrate that Qwest is committed to ensuring public safety and to supporting new technologies.

Based upon our mutual experience in King County, I know that Qwest shares our concern with safeguarding the public and making E-911 functionality as widely available as possible. Currently, however, limitations within the emergency services communications network architecture make it impossible to pass a VoIP customer's emergency service call through Qwest's selective routers to the appropriate Public Safety Answering Point ("PSAP"). These problems are not insurmountable. Indeed, Qwest has already provided leadership as exhibited in the King County E-911 trial. Additionally, Vonage recently deployed an E-911 solution for its customers in Rhode Island. Both the King County trial and the Rhode Island deployment illustrate that secure, reliable, technical solutions are readily available and can be rapidly deployed. Accordingly, as the primary provider of E-911 access to PSAPs in fourteen states, I am personally asking for your help and willingness in working with Vonage to install capabilities that will make E-911 services available to all VoIP subscribers on a non-discriminatory basis.

Our joint success in King County and Vonage's experience in Rhode Island displays how quickly a VoIP E-911 solution can be deployed when parties work cooperatively and expeditiously toward this common goal. Similar to the King County trial, Vonage, in Rhode Island, is now able to directly deliver E-911 natively over the dedicated emergency call network to the PSAP call-takers. All calls contain both the VoIP caller's location as well as their call-back number. This process took approximately

¹ Vonage is the leading provider of voice over Internet protocol ("VoIP") services within the United States. With more than 400,000 users in North America, Vonage is committed to ensuring that all consumers obtain equivalent access to emergency service capabilities - irrespective of the communications technology they use.

eight weeks to complete from start to finish. Vonage is particularly encouraged by its experience with Qwest in King County, and also by Vonage's experience in Rhode Island, because both highlight the potential to rapidly improve upon the delivery of emergency services. Furthermore, a native IP emergency services network will provide even more data to first responders vastly improving the quality of emergency service in the United States. The King County and Rhode Island paradigms underscore how innovation and cooperation can challenge traditional notions that direct regulation or federal oversight is otherwise necessary to achieve such ends. As we proved in King County, healthy competition can engender healthy cooperation to meet public policy goals.

While Vonage supports long term efforts to develop and deploy next generation IP enabled E-911 systems, it is critical to take the necessary steps and trial interim solutions now. Accordingly, by this letter, I ask for your cooperation in launching an effort to test and deploy a joint VoIP E-911 solution within the next 30 to 60 days.² We cannot resolve the fundamental issues associated with providing a native E-911 service to VoIP users without your assistance. Toward that end, we ask that you provide us with the appropriate contacts so that we may jointly implement an E-911 solution for VoIP users as rapidly as possible.

Again, we thank you for your efforts to implement an E-911 solution for VoIP services in King County, Washington, and for being the first regional bell operating company to complete such a trial. I look forward to hearing from you and working together on this critical endeavor in the very near future.

Sincerely,

Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc:

Michael K. Powell, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Kevin J. Martin, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Mariys Davis, King County WA
Gregory S. Ballentine, President, APCO International

² Specifically, in order to provide an E-911 solution to VoIP customers, we will need access to E-911 elements that would allow our customers to call E-911 from nomadic devices. This would require tandem interconnection into the selective router and access to all the ALI databases. Due to the portable nature of VoIP services, our E-911 technical solution leverages elements from both the wireline and wireless E-911 networks.



Jeffrey Citron
Chief Executive Officer

April 13, 2005

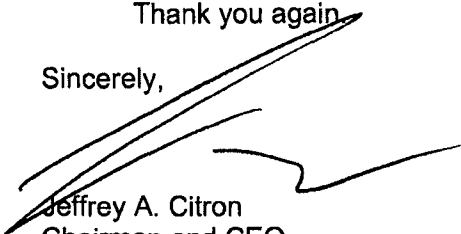
Mr. Richard C. Notebaert
Chairman and CEO
Qwest Communications, Inc.
1801 California Street
Denver, CO 80202

Dear Mr. Notebaert:

I am writing to thank you personally, as well as on behalf of our 550,000 customers nationwide, for Qwest's recent decision to permit Vonage to lease access to 911 interconnection trunks. Qwest's action recognizes that VoIP is no longer a pie-in-the sky dream. Millions of American consumers use VoIP, and as business leaders we must work together to resolve important matters of health and safety for our customers – especially when lives are at stake. It goes without saying that improved 911 access is necessary to ensure the health and safety of all callers who require the ability to access emergency services, regardless of the technology that they use. With the access that Qwest has agreed to provide, Vonage will be able to route emergency service calls placed by its customers directly to public safety operators, which will help save lives and safeguard property. I applaud you for your willingness to put the health and safety of Americans before short-term competitive considerations.

Thank you again.

Sincerely,



Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc:

Kevin J. Martin, Chairman, FCC
Kathleen Q. Abernathy, FCC Commissioner
Michael J. Copps, FCC Commissioner
Jonathan S. Adelstein, FCC Commissioner
Marlys Davis, King County WA
Gregory S. Ballentine, President, APCO International



Jeffrey J. ...
(Chief Executive Officer)

July 1, 2005

VIA OVERNIGHT DELIVERY

Mr. Richard C. Notebaert
Chairman and CEO
Qwest Communications, Inc.
1801 California Street
Denver, CO 80202

Re: E9-1-1 Implementation

Dear Mr. Notebaert:

As the Chairman and CEO of Vonage Holdings Corp. ("Vonage"), I write to confirm the progress that our two companies' E9-1-1 implementation teams have made in developing a timeline necessary to meet the mandates of the Federal Communications Commission's *E911 VoIP Order*. While I am encouraged by the progress to date, I write to seek your personal intervention and cooperation to ensure that implementation activities continue smoothly.

As you may know, there is currently no turnkey solution available for nomadic VoIP providers like Vonage. Nevertheless, we are aggressively working to assemble all of the necessary pieces to develop and implement a solution that meets the FCC's deadline. To implement the nomadic solution, Vonage must secure three critical elements: (1) connectivity access to the selective routers; (2) steering functions to direct a VoIP customer's calls to the correct Public Safety Answering Point ("PSAP"), including connectivity between those steering functions and the ALI database; and (3) pseudo-ANI ("p-ANI") necessary to access the selective router database and ALI database. In order to meet the FCC's mandate, Vonage must obtain firm commitments with regard to each of these three elements as well as reasonable access to other existing E9-1-1 elements. If one element fails, all bets are off and Vonage's customers will be without E9-1-1.

To date, our negotiations with Qwest have focused on items one and three.¹ With respect to item one, our negotiations with Qwest have focused on the ordering and provisioning process necessary to connect Vonage to the selective routers across Qwest's 14-state territory. As part of these negotiations, we have tried to obtain a better understanding of Qwest's ordering and provisioning process, to establish an accelerated

¹ Although Vonage is pursuing other options for the creation, operation and maintenance of the steering function, once Vonage selects its vendor for this second piece, it will also require Qwest's cooperation to connect Vonage's steering database to the ALI database.



Mr. Richard C. Notebaert

July 1, 2005

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process for placing trunk orders, to implement a firm timetable for delivery and turn-up of the trunks, and to determine how Qwest proposes to price and bill Vonage for these trunks. Supporting this plan, we have also requested tests on a trial basis in at least one market in Qwest's territory. With respect to item three, we have asked whether Qwest would be willing to assign p-ANI to Vonage or whether Qwest will expect Vonage to obtain p-ANI from a third party, such as the North American Numbering Plan Administrator ("NANPA"). We are also requesting information on additional E9-1-1 elements that reside within your network and that require further resolution, negotiation or provisioning in order to turn up E9-1-1 service to Vonage's customers prior to the FCC's deadline.

In support of these efforts, I would like to ask for your cooperation and participation in three specific ways:

First, I ask you to designate a senior leader of your company to participate directly in the process and negotiations on implementing this vital service. The FCC is clear in its commitment to full E9-1-1 capabilities. As we are working on tight timeframes, building a number of new solutions, we look to increase the frequency of our collaboration. We recognize the need for a full partnership between our staff and Qwest's. Vonage's Vice President of Carrier Operations, Ed Mulligan ed.mulligan@vonage.com 732-231-6237 is our liaison to Qwest.

Second, I request that we receive pricing quotes or tariff references for all known wireless and other necessary E9-1-1 elements in a timely fashion. We understand that VoIP brings unique aspects to the 9-1-1 system and that we are asking for elements in a tight timeframe. It is critical we expedite the negotiations of such elements so we can manage and understand pricing at the outset of our discussions – without pricing or tariff citations we cannot place orders. Our proposed solution incorporates elements that Qwest makes available to others in its normal 9-1-1 provisioning. We expect that the charges for these established 9-1-1 elements offered to Vonage will be non-discriminatory vis-à-vis the same services Qwest provides to other third parties (including other LECs) and its affiliates.

Third, I would like the opportunity to follow up this letter with a phone call. I think we can agree that VoIP 9-1-1 is critical to our nation's safety and security, requiring swift and responsible leadership by all parties involved in its implementation. The purpose of my call would be to review the solutions we have developed and the opportunity to work together on one of our industry's most important services. As 9-1-1 is a national priority, it's important we have an open dialogue to address concerns and stumbling blocks as they occur in this process. This is true today under the FCC Order, but equally important for 9-1-1's future.

One of my colleagues will call your office next week to schedule a time for us to talk further. I would be very interested to hear your thoughts on the matter and your ideas about how we can work together to meet our nation's 9-1-1 goals.



Mr. Richard C. Notebaert

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I thank you and your team for working with Vonage to meet the FCC's E9-1-1 VoIP requirements. We look forward to deepening our working relationship through the provisioning, testing, and turn-up process so that all consumers will receive the best possible E9-1-1 access.

Sincerely,

Jeffrey A. Citron
Chairman and CEO
Vonage Holdings Corp.

cc: FCC Chairman Kevin J. Martin
FCC Commissioner Kathleen Q. Abernathy
FCC Commissioner Michael J. Copps
FCC Commissioner Jonathan S. Adelstein
Michelle Carey (FCC)
Russell Hanser (FCC)
Jessica Rosenworcel (FCC)
Barry Ohlson (FCC)
Scott Bergmann (FCC)
Thomas Navin (FCC)
Julie Veach (FCC)
Christi Shewman (FCC)